

OncoMed Pharmaceuticals Inc
 Form 4
 July 23, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Pollard-Knight Denise

2. Issuer Name and Ticker or Trading Symbol
 OncoMed Pharmaceuticals Inc [OMED]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 07/23/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O ONCOMED
 PHARMACEUTICALS, INC., 800
 CHESAPEAKE DRIVE
 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

REDWOOD CITY, CA 94063

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/23/2013		C		2,063,983	A	\$ 17	2,063,983	I	See Footnote (2)
Common Stock	07/23/2013		P		58,824	A	\$ 17	2,122,807	I	See Footnote (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series B-1 Preferred Stock ⁽¹⁾	⁽¹⁾	07/23/2013		C	2,063,983	⁽³⁾	⁽⁴⁾	Common Stock	2,063,983

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pollard-Knight Denise C/O ONCOMED PHARMACEUTICALS, INC. 800 CHESAPEAKE DRIVE REDWOOD CITY, CA 94063	X			

Signatures

/s/ Yvonne Li, Attorney-in-Fact for Denise Pollard-Knight
 07/23/2013
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each share of Series B-1 Preferred Stock automatically converted on a one-to-one basis into Common Stock immediately prior to the consummation of the Issuer's initial public offering on July 23, 2013.
 The shares are owned by Phase4 Ventures III LP ("Phase4"). Phase4 Ventures III GP LP, ("Phase4 GPLP"), is the general partner of Phase4 and the reporting person is a limited partner in Phase4 GPLP. As such, the reporting person may be deemed to share voting and dispositive power over the reported securities. The reporting person disclaims beneficial ownership of the reported securities held by Phase4 except to the extent of her pecuniary interest therein.
- (2) Phase4 and the reporting person is a limited partner in Phase4 GPLP. As such, the reporting person may be deemed to share voting and dispositive power over the reported securities. The reporting person disclaims beneficial ownership of the reported securities held by Phase4 except to the extent of her pecuniary interest therein.
- (3) The securities are immediately convertible.
- (4) The expiration date is not relevant to the conversion of these securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.